



DIRECTOR'S REPORT

To
The Members
Greentech Mega Food Park Limited

Your Board of Directors have pleasure in presenting their Thirteenth Annual Report of the company along with Audited financial Statements and auditor's report, on the business and operations of the Company and the accounts for the financial year ended 31st March, 2025.

1. Financial Summary / Highlights:-

The Standalone Financial Statement of the company, for the Financial year ended on March 31, 2025 is as follows:-

PARTICULARS	(Rs in Hundreds)	
	2024-25(Rs.) (Current Year)	2023-24 (Rs.) (PreviousYear)
Gross Total Income	907,357	793,516
Profit Before Interest & Depreciation	581,751	448,188
Less : Finance Charges	185,255	237,877
Profit Before Depreciation & Tax	396,496	210,310
Less : Provision For Depreciation	644,633	640,256
Net Profit/(Loss) Before Tax	(248,136)	(429,945)
Tax Expense:-		-
Current Tax		
Deferred Tax		
Net Profit/(Loss) After Tax	(248,136)	(429,945)
Surplus Profit Transferred to Balance Sheet	(248,136)	(429,945)

2. Review of Operations/State of Affairs Of The Company:-

There has been no change in the nature of business of your Company during the year under review. Your Company is engaged in the development of infrastructural for food processing industries and allied activities throughout the year in the Mega Food Park Project situated at Village & Tehsil Roopangarh, Ajmer, Rajasthan and is approved under the Mega Food Park Scheme of the Ministry of Food Processing Industries, Government of India. During the year, the marketing team of the Company put best efforts in bringing in more industries to the food park along with maximum utilisation of the facilities available therein.

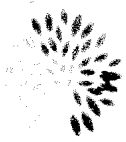
Your directors are optimistic about the company's business and hopeful for the better performance with increased revenue in the coming year.

The Company has recorded Total Revenue of Rs 9, 07, 35,700 for financial year 2024-25 as against Rs. 793, 51,600 for the previous year. Further, the Company has earned profit /(loss) before tax of Rs. (248,136) as against Rs. (429,945) for the previous year.

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CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of your Company during the year under review.

4. Dividend:-

The Board of Directors of the company has not recommended any dividend during the financial year ending on 31st March, 2025 as the company has not having distributable profits.

5. Transfer to Reserve:-

The Company is not proposing to transfer any amount to the General Reserve during the year. The other Equity (including Surplus in the statement of profit and loss) as on March 31, 2025, is ₹ (2, 42, 61,900)/-.

6. Equity Share Capital Structure of the Company:-

Equity Share Capital	As on 31.03.2024	Changes during the Financial Year 2024-25		As on 31.03.2025
		Date	Event	
Authorised Share Capital	Rs. 55,00,00,000/- (Divided into 5,50,00,000 Nos. of Equity Shares of Rs. 10/- each.)	15.03.2025	An EGM held on 15.03.2025 to transact the increase in authorised share capital of the company from Rs 55,00,00,000/- to Rs 60,00,00,000/-	Rs. 60,00,00,000/- (Divided into 6,00,00,000 Nos. of Equity Shares of Rs. 10/- each.)
Subscribed & Paid-up Share Capital	Rs. 52,00,00,000/- (Divided into 5,20,00,000 Nos. of Equity Shares of Rs. 10/- each.)	28.06.2024 28.08.2024 26.09.2024 28.03.2025	1. Right Issue dated 28.06.2024 of 10, 00,000 equity shares of Rs. 10 each. 2. Right Issue dated 28.08.2024 of 5, 00,000 equity shares of Rs. 10 each. 3. Right Issue dated 26.09.2024 of 15,00,000 equity shares of Rs. 10 each. 4. Right Issue dated 28.03.2025 of 10,00,000 equity shares of Rs. 10 each	Rs. 56,00,00,000/- (Divided into 5,60,00,000 Nos. of Equity Shares of Rs. 10/- each.)

The company has no other type of share capital except Equity Shares, forming part of the paid up share capital of the company.

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Directors & Key Managerial Personnel:-

1. Board of Directors

The Company recognizes and embraces the importance of a diverse Board in its success. The members of the Board are eminent persons of proven competence and integrity. Besides experience, strong financial acumen, strategic astuteness and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation. Further, they assist the Board to discharge their functions from time to time.

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013. Further, as of March 31, 2025, the Board comprises of **12** Directors.

The composition of the Board of the Company as on March 31, 2025 are as under:

Name of Director	Category	DIN
VARUNCHAUDHARY	Managing Director	05203081
SURJA RAMMEEL	Non-Executive Non-Independent Director	00935908
SUMIT JAIN	Non-Executive Non-Independent Director	08430619
MANOJKUMARGOYAL	Non-Executive Non-Independent Director	09020093
PRADEEP KHETAN	Non-Executive Non-Independent Director	01227602
GHANSHYAMGOYAL	Non-Executive Non-Independent Director	02591352
MALI RAMMAHESHWARI	Non-Executive Non-Independent Director	01286028
ISHWARCHANDAGARWAL	Non-Executive Non-Independent Director	00011152
NARESHKUMAR GOEL	Non-Executive Non-Independent Director	01414886
BHUWANCHANDRAPANDEY	Non-Executive Non-Independent Director	08347185
CHANDRASHEKHARSHARMA	Non-Executive Independent Director	10214772
NITIN SETHI	Non-Executive Independent Director	07945347

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APPOINTMENT AND/OR RESIGNATION OF KEY MANAGERIAL PERSONNEL AND DIRECTOR

During the financial year 2024-25, the following changes were made in the Directorship and KMP of the Company:-

S/No.	Name	Event	Designation	Effective Date
1.	Mr. Bhuvan Chandra Pandey	Appointment	Additional Director	14.09.2025

3. DIRECTOR LIABLE TO RETIRE BY ROTATION:

Pursuant to the provisions of the Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Ghanshyam Goyal (Director) and Mr. Pradeep Kumar Khetan (Director) Mr. Naresh Kumar Goel, Directors of the Company are liable to retire by rotation at forthcoming 13th Annual General Meeting (AGM) and being eligible, have offered themselves for their re-appointment.

The Notice Convening the Annual General Meeting includes the proposal for the above appointments/re-appointment.

4. Particulars of Employees:-

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the reporting period none of employees is drawing up to and exceeding salary up to and exceeding the limit specified in the said rules. Hence, no information is required to be appended to this report in this regard.

5. Board Meeting during the Financial Year 2024-25:-

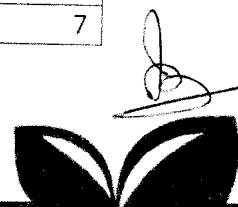
During the year under review, the Board of the directors of the company meet total 16 (Sixteen) times. The details of the Board meetings and the attendance of the directors are provided in below table. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

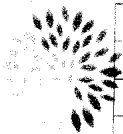
Proper Notices along with Agenda were given and the proceeding were properly recorded and minutes are signed and entered in the minutes book as required by the Article of Association of the company and the Companies Act, 2013.

S.No.	Date of Board Meeting	No. of Board Meeting	No. of Directors Entitled to Attend Meeting	No. of Directors Attended Meeting
1.	09.05.2024	116	11	7
2.	16.05.2024	117	11	5
3.	12.06.2024	118	11	10
4.	28.06.2024	119	11	6
5.	18.07.2024	120	11	6
6.	16.08.2024	121	11	6
7.	28.08.2024	122	11	7
8.	14.09.2024	123	12	8
9.	26.09.2024	124	12	6
10.	21.10.2024	125	12	6
11.	07.11.2024	126	12	7

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12.	10.12.2024	127	12	6
13.	23.01.2025	128	12	6
14.	10.03.2025	129	12	7
15.	17.03.2025	130	12	6
16.	28.03.2025	131	12	7

Attendance of Directors at Board Meetings and Last Annual General Meeting of the company:-

S.No	Directors	Date-wise Attendance at the Board meetings during FY 24-25																Attendance at the last AGM held on 14.09.2024
		09.05.2024	16.05.2024	12.06.2024	28.06.2024	18.07.2024	16.08.2024	28.08.2024	14.09.2024	26.9.2024	21.10.2024	7.11.2024	10.12.2024	23.01.2025	10.03.2025	17.03.2025	28.03.2025	
1	ISHWAR CHAND AGARWAL	P	P	P	P	P	P	A	P	P	P	P	A	P	P	P	P	P
2	GHANSHYAM GOYAL	P	A	P	P	P	A	A	P	A	A	P	P	A	P	A	P	P
3	MANOJ KUMAR GOYAL	A	A	A	A	A	A	P	A	A	A	A	A	A	A	A	A	A
4	SUMIT JAIN	A	A	P	A	A	A	A	A	A	A	A	A	A	A	A	A	A
5	NITIN SETHI	A	P	P	P	A	A	P	A	A	A	A	A	A	A	A	A	A
6	VARUN CHAUDHARY	A	A	P	A	A	A	A	P	A	A	A	P	A	A	A	A	P
7	MALI RAM MAHESHWARI	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
8	PRADEEP KHETAN	P	A	P	P	A	P	P	P	P	P	P	A	P	P	P	P	P
9	SURJA RAM MEEL	P	P	P	A	P	P	P	P	P	P	P	P	P	P	P	P	P
10	CHANDRA SHEKHAR SHARMA	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
11	NARESH KUMAR GOEL	P	A	P	A	P	P	P	P	P	P	P	P	P	P	P	P	P
12	BHUWAN CHANDRA PANDEY	NA	NA	NA	NA	NA	NA	NA	A	A	A	A	A	A	A	A	A	A
TOTAL PRESENT		7	5	10	6	6	6	7	8	6	6	7	6	6	7	6	7	

S. No.	Name of the Director	DIN	Board Meetings during the year 2024-25		% of Attendance
			HELD	ATTENDED	
1	ISHWAR CHAND AGARWAL	00011152	16	14	87.5
2	GHANSHYAM GOYAL	02591352	16	9	56.25
3	MANOJ KUMAR GOYAL	09020093	16	1	6.25
4	SUMIT JAIN	08430619	16	1	6.25
5	NITIN SETHI	07945347	16	4	25
6	VARUN CHAUDHARY	05203081	16	3	18.75
7	MALI RAM MAHESHWARI	01286028	16	16	100
8	PRADEEP KHETAN	01227602	16	13	81.25
9	SURJA RAM MEEL	00935908	16	15	93.75
10	CHANDRA SHEKHAR SHARMA	10214772	16	16	100
11	NARESH KUMAR GOEL	01414886	16	14	87.5
12	BHUWAN CHANDRA PANDEY	08347185	9	0	0

In addition to the above, one meeting of the Independent Directors was held during the FY 2024-25

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Composition, Meetings & Attendance:-

During the year 2024-25, one meeting of Independent directors was held on 26/03/2025.

S.No.	Name	Nature of Directorship	Status as on 31/03/2024	Meeting held during their tenure	Number of meeting attended
1	Mr. Chandra Shekhar Sharma	Independent Director	Member	1	1
2	Mr. Nitin Sethi	Independent Director	Member	1	1

The Company Secretary acts as the Secretary of the Committee.

6. Committees of the Board of Directors:-

The company had following committees:-

1. Audit Committee
2. Nomination & Remuneration Committee

The details of all the committees of the Board along with their composition and meetings held during the year are provided as under:

AUDIT COMMITTEE:-

During the year under review, pursuant to the provision of section 177 of the companies act,2013 company has constituted an Audit Committee.

The Committee comprises of non-executive directors of the company.

Composition, Meetings & Attendance:-

During the year 2024-25, meeting of audit committee was held on 09/05/2024, 17/07/2024, 17/10/2024, 20/01/2025, 22/01/2025 and 18/02/2025.

S.No.	Name	Nature of Directorship	Status in Committee	Status as on 31/03/2024	Meeting held during their tenure	Number of meeting attended
1	Mr. Nitin Sethi	Independent Director	Chairman	Member	6	6
2	Naresh Kumar Goel	Non-Executive Director	Member	Member	6	6
3	Chandra Shekhar Sharma	Independent Director	Member	Member	6	6

The Company Secretary acts as the Secretary of the Committee.

NOMINATION AND REMUNERATION COMMITTEE:-

The Committee comprises of non-executive directors of the company. During the financial year 2024-25, there were following changes in respect to members of the Committee.

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Composition:-

During the year 2024-25, 1 meeting of NOMINATION AND REMUNERATION COMMITTEE was held on 13/09/2024

S.No.	Name	Nature of Directorship	Status in Committee	Status as on 31/03/2024	Meeting held during their tenure	Number of meeting attended
1	Mr. Nitin Sethi	Independent Director	Chairman	Member	1	1
2	Naresh Kumar Goel	Non-Executive Director	Member	Member	1	1
3	Chandra Shekhar Sharma	Independent Director	Member	Member	1	1

This committee has formulated the criteria for determining qualifications, positive attributes, independence of director and remuneration of directors, KMP and other employees as per the standard policy of the company and in accordance with the provisions of the section 178 (4) of the companies act, 2013.

3. Details of Subsidiary/ Joint Ventures/ Associate Companies:-

During the reporting period no company has become or ceased to be the subsidiary / joint venture / associates to our company.

4. Declaration by Independent Director(s):-

As referred under section 134 (d) of the Companies Act, 2013, the independent directors have individually declared to the Board that they meet the "criteria of independence" laid down in Section 149(6) of the Companies Act, 2013

5. Formal Annual Evaluation:-

The Company followed the standard evaluation process with specific focus on the performance vis-à-vis the plans, meeting challenging situations, performing leadership role within, and effective functioning of the Board. The evaluation process invited, through IT enabled platform, and graded responses to a structured questionnaire for each aspect of the evaluation viz. time spent by each of the directors; accomplishment of specific responsibilities and expertise; conflict of interest; integrity of the Director; active participation and contribution during discussions.

For the financial year 2024-25, the annual performance evaluation was carried out which included evaluation of the Board, independent directors, non-independent directors, executive directors, Chairman, Committees of the Board, quantity, quality and timeliness of information to the Board. The independent directors evaluated all non-independent directors, the Board, the Committees, the Chairman and the information to the Board. All results were found satisfactory.

6. Auditors:-

STATUTORY AUDITOR:-

M/S. H.M. Singhvi & Co., Chartered Accountants, (FRN: 001032C) were re-appointed as the statutory auditors of the Company by the members at the 12th AGM of the Company held on 14 September 2024 for a second term of three consecutive years from conclusion of the said AGM until the conclusion of the AGM to be held for financial year ending on 31st March, 2027.

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COST AUDITOR:-

During the reporting period 2024-25, the company is not falling under the ambit of section 148 of the Companies Act, 2013 read with the companies (Cost Records and Audit) Amendment Rules, 2014 in relation to the maintenance & audit of cost and related records of the company.

SECRETARIAL AUDITOR:-

During the reporting period 2024-25, the company is falling under the ambit of section 204 of the Companies Act, 2013 read with the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in relation to the audit of secretarial and related records of the company. Therefore, Board of Directors appointed M/s. MSV AND ASSOCIATES, Practicing Company Secretaries (Firm No. P2018RJ071900) as the Secretarial Auditors of the company to conduct auditing of the secretarial and related records of the company and to furnish secretarial audit report(s) for the Financial Year 2025-2026.

Pursuant to the provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, /s. MSV AND ASSOCIATES, Practicing Company Secretaries (Firm No. P2018RJ071900) was appointed as the secretarial auditor of the Company for the financial year 2023-24. The Secretarial Audit Report in Form MR-3 for the financial year 2023-24 is annexed to this Directors' Report as 'Annexure II'.

The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

INTERNAL AUDITOR:

The Internal audit is applicable to your Company as per Section 138 of the Companies Act 2013 as well as Rule 13 of companies, rule 2014, as the paid up share capital of the company is more than 50 crore rupees

Rupees. The Board of Directors appointed M/s Gangwal Arun & Co as internal auditors of the company to conduct internal audit of the Company for the financial year 2025-26.

7. Auditors' Report:-

The Auditors' Report for the year ended March, 2025 does not contain any qualification, reservation or adverse remark or disclaimer. Notes to accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

8. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:-

Your Company has adequate internal controls and processes in place with respect to its financial statements, which provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certification. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

At the beginning of each financial year, an audit plan is rolled out with approval of the Company's Audit Committee. The plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations. Based on the reports of internal audit, process owners undertake corrective action in their respective areas. Significant audit observations and corrective actions are periodically presented to the Audit Committee of the Board.

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9. **Risk Management Policy:-**

The Board of Directors of the Company identify, evaluate business risks and opportunities. The Directors of the Company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Presently no material risk has been identified by the directors except of general business risks, for which the Company is leveraging on their expertise and experience.

10. **Extract of Annual Return:-**

In compliance with the provision of section 134(3)(a) and 92(3) of the Companies Act, 2013, the Annual return as on 31st March, 2025 is available on website of the Company and can be viewed at www.gtmsfp.in by virtue of amendment to Section 92(3) of the Companies Act, 2013.

11. **Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

In terms of the section 134(3)(1) of the Companies Act, 2013, except as disclosed elsewhere in this report, there are no material changes and commitments have occurred, between the end of the financial

year and the date of this report, which may materially affect the financial position of the company or having any material impact on the operations of the company.

12. **Deposits:-**

During the reporting period, the company has not accepted any deposit falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Our Company has not accepted any deposit in earlier years. as such question of unpaid or unclaimed deposit and default in repayment does not arise.

13. **DISCLOSURE IN REFERENCE OF SUB RULE 1 CLAUSE (C) SUB CLAUSE (VII) OF RULE 2 OF COMPANIES (ACCEPTANCE OF DEPOSITS) RULES 2014**

During the period under review, the company has accepted unsecured loan from its directors Mr. Pradeep Khetan amounting to ₹ 9, 15,000/- which was not covered under the definition of deposits.

14. **Particulars of Loans, Guarantees or Investments under section 186:-**

During the period under review, the company did not provide any Loan, Guarantee and make any Investment, which attract the provision of section 186 of the Companies Act, 2013.

15. **Particulars of Contracts or arrangements with Related Parties under section 188:-**

All related party transactions that were entered into during the financial year 2024-25, were on an arm's length basis and were in the ordinary course of business and also in accordance with the provisions of Companies Act, 2013 along with the rules made there under. There were no material significant related party transactions made by the Company (considering the materiality thresholds as prescribed sub section (1) of the section 188 of the Companies Act, 2013), with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company. Hence, disclosures is given in respect of the Related Party Transactions, in the prescribed Form AOC-2 in terms of Section 134 of the Act to the extent applicable. Suitable Related Party Disclosure" as required by the IND AS-24 has been made in the Notes to the Financial Statements.

16. **Corporate Social Responsibility (CSR):-**

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As the company does not fall under the criteria specified under section 135 (Corporate Social Responsibility) of the Companies Act, 2013 along with rules made thereunder and the disclosure required to be made pursuant to said provisions are not applicable to the company.

17. **Obligation of Company Under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition And Redressal) Act, 2013:-**

The Company has adopted zero tolerance towards Sexual Harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. All employees (including trainees, apprentices and probationers) of the Company at all its locations are covered in this policy.

Internal Complaints Committee ('ICC') is in place to redress complaints of sexual harassment and the Company has complied with the provisions relating to the constitution of ICC under the PoSH Act.

No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No of Complaints pending as on end of the financial year
Nil	Nil	Nil

Your Company holds a strong commitment to provide a safe, secure and productive work environment to all its employees. The Company strives to ensure that every employee is informed and compliant with all statutory policies and practices. PoSH awareness and sensitisation are an integral part of this process.

18. **Conservation of Energy, Technology Absorption and Foreign Exchange and Outgo:-**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

PARTICULARS	REMARKS
i. CONSERVATION OF ENERGY:	
1. the steps taken or impact on conservation of energy;	The Corporation is taking due care for using electricity in the office and its sites. The Corporation usually takes care for optimum utilization of energy. No capital investment on energy conservation equipment made during the financial year.
2. the steps taken by the company for utilizing alternate sources of energy;	
3. the capital investment on energy conservation equipments;	
ii. TECHNOLOGY ABSORPTION:	
4. the efforts made towards technology absorption;	Nil
5. the benefits derived like product improvement, cost reduction, product development or import substitution;	Nil
6. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported;	Nil

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(b) the year of import: (c) whether the technology been fully absorbed: (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Not applicable since 5 years period is over	
1. the expenditure incurred on Research and Development	Nil
<u>C) FOREIGN EXCHANGE EARNINGS AND OUTGO:</u>	
2. The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	Nil

3. **Director Responsibility Statement:-**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Act (to the extent notified). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

In pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors to the best of its knowledge and ability, confirms that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
3. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The directors had prepared the annual accounts on a going concern basis; and
5. The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
7. **Significant and material order passed by regulators/courts/tribunals:-**
No significant and material order was passed by the regulators or courts or tribunals, which would have impacted the going concern status and your Company's operations in future.
8. The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:
 1. As per rule 4(4) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

GREENTECH MEGA FOOD PARK LTD.

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E-mail : greentechfood@gmail.com **CIN NO. :** U15100RJ2012PLC039560





2. As per rule 8(13) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme.
3. There was no commission paid by the company to its managing director or whole-time directors, so no disclosure required in pursuance to the section 197(14) of The Companies Act, 2013.
4. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable;
5. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable;

9. **Compliance with Secretarial Standards:-**

Your Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

10. **Vigil mechanism**

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees commensurate to the size and the business of the company to promote ethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. Under the said mechanism, the employees are free to report violations of applicable laws and regulations and the code of conduct. It also provides for adequate safeguards against the victimization of persons who use such mechanism.

11. **DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS UNDER SECTION 143(12)**

For the Financial year 2024-25, the Statutory Auditor has not reported any instances of fraud committed in the Company by its Officers or Employees.

12. **Maternity Benefit Affirmations**

The Company confirms that it has followed the Maternity Benefit Act, 1961. All eligible women employees received the required benefits, including paid leave, continued salary and service, and post-maternity support like nursing breaks and flexible work options.

13. **MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961**

The Company confirms that it has followed the Maternity Benefit Act, 1961. All eligible women employees received the required benefits, including paid leave, continued salary and service, and post-maternity support like nursing breaks and flexible work options.

14. **AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.**

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

15. **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

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Since there was no unpaid/unclaimed Dividend declared since last seven years, the provisions of Section 125 of the Companies Act, 2013 in respect of transfer of funds to the Investor Education and Protection Fund do not apply.

16. BOARD EVALUATION

During the year under review, Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

The Directors were given evaluation forms for the following:

- i) Board/Committee Evaluation
- ii) Evaluation criteria for independent directors (ID)
- iii) Individual peer review

The Directors were requested to give following ratings for each criterion:

- 1. 01 - indicating minimum positive.
- 2. 05 - indicating maximum positive.
- 3. 00 - indicating where the particular criterion is not applicable or Director does not have enough knowledge or information.

The Directors have sent the duly filled forms to the Board. Based on the evaluation done by the Directors, the Committee has prepared a report and submitted the Evaluation Report. Based on the report, the Board of Directors has informed the rankings to each Director and also informed that the performance of Directors is satisfactory and they are recommended for continuation as Directors of the Company.

4. GENERAL DISCLOSURES

The Board of Directors states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- 1. As per rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- 2. As per rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme.
- 3. There was no commission paid by the company to its managing director or whole-time directors, so no disclosure was required in pursuance to section 197(14) of The Companies Act, 2013.
- 4. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review along with their status as at the end of the financial year is not applicable;

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The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable;

6. The Company designate **Mr Mali Ram Maheshwari**, Director of the Company for providing information to Registrar with respect to beneficial interest in shares pursuant to Rule 9(4) and (7) of the Companies (Management and Administration) Rules, 2014.

7. **Other Matter:-**

During the year under report your Company has not made any provision of money for the purchase of, or subscription for, shares in your Company, to be held by or for the benefit of the employees of your Company and hence, the disclosure as required under Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is not required.

8. **Acknowledgements:-**

The Board of directors of your Company acknowledges its sincere appreciation for the support extended by various departments of Central and State Government and others. The Board also takes this opportunity to express its deep gratitude for the continuous support received from the Shareholders. An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

**On behalf of the Board of Directors
For Greentech Mega Food Park Limited**

Place: Jaipur

Date: 19.07.2025

Surja Ram Meena

Din: 00935908

(Director)

A-133, BALMIKI MARG,
HANUMAN NAGAR,
KHATIPURA, JAIPUR

Ishwar Chand Agarwal

Din: 00011152

(Director)

12, DWARKAPURI,
JAMNALAL BAJAJ
MARG, C-SCHEME,
JAIPUR

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(ANNEXURE-1)

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.NA
2. Details of contracts or arrangements or transactions at Arm's length basis.

(Rs. In Hundreds)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Terms of the contracts or arrangements ts or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
CG Foods India Pvt limited- Garlie Plant	Receipt of advance against Plot allotment letter	NIL	29,224	-	NIL
CG Agro Projects Private Limited	Charges received for Utilities/Processing	NIL	3,694	-	NIL
Northern Solvents Pvt.Ltd.	Receipt of advance against leased plot & other Services	NIL	1,081	-	NIL

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Neccon Foods Pvt. Ltd.	Receipt of advance against leased plot	NIL	1,495	-	NIL
Sunrise Buildhome Pvt.Ltd.	Receipt of advance against leased plot	NIL	12,655	-	NIL
Sunrise Buildhome Pvt.Ltd.	Lease rental Invoices raised FY 22-23	NIL	2,434	-	NIL
CG Foods Pvt limited	Charges received for Utilities	NIL	124,919	-	NIL
CG Foods Pvt limited	Lease rental Invoices raised FY 22-23	NIL	3,208	-	NIL
CG Foods Pvt limited	Receipt of advance against leased plot	NIL	13,903	-	NIL
CG Foods Pvt limited	Steam charges	NIL	31,553	-	NIL
Greenwings Innovative Finance Private Limited	Repayment of Loan Principle+Interest		20,567		NIL
M/s. Genus Power Infrastructures Ltd.	Lease rental/Park Maint. Invoices raised FY 24-25	NIL	6,270		NIL
Northern Solvents Pvt. Ltd	Park Maint/Utility Invoices raised FY 24-	NIL	6,342		NIL

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	25				
Genus Power Infrastructure Ltd	Equity Contribution	NIL	103,990		NIL
CG Foods India Pvt limited	Equity Contribution	NIL	200,000		NIL
Neccon Power & Infra Ltd	Equity Contribution	NIL	4,005		NIL
Pradeep Kumar Khetan	Equity Contribution	NIL	43,995		NIL
Purshottam Das Goel	Equity Contribution	NIL	8,000		NIL
Surja Ram Meel	Equity Contribution	NIL	40,000		NIL

On behalf of the Board of Directors
For Greentech Mega Food Park Limited

Place: Jaipur
Date: 19-07-2025

Surja Ram Meel
Din: 00935908
(Director)
A-133, BALMIKI MARG,
HANUMAN NAGAR,
KHATIPURA, JAIPUR

Ishwar Chand Agarwal
Din: 00011152
(Director)
12, DWARKAPURI,
JAMNALAL BAJAJ MARG,
SCHEME, JAIPUR

GREENTECH MEGA FOOD PARK LTD.

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FORM NO. MR-3
SECRETARIAL AUDIT REPORT
for the Financial Year ended on 31st March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
GREENTECH MEGA FOOD PARK LIMITED
Village & Tehsil Roopangarh Bhadun Road, Ajmer,
Roopangarh, Rajasthan, India- 305814

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GREENTECH MEGA FOOD PARK LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and there presentations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2025 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company as per Annexure A for the Financial Year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not applicable to the Company during the period)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the period).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -



- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable as the Company is unlisted entity)*
- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *(Not applicable as the Company is unlisted entity)*
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable as the Company is unlisted entity)*
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not applicable as the Company is unlisted entity)*
- v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable as the Company is unlisted entity)*
- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(Not applicable as the Company is unlisted entity)* and
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable as the Company is unlisted entity)*
- ix. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015; *(Not applicable as the Company is unlisted entity)*

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS- 2) issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except where consent of the directors were received for scheduling meeting at a shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision of Board and committee meeting were carried with requisite majority as recorded in the minutes of the meetings of Board of Directors of the Company or committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



We further report that during the audit period, the following specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. took place:

- During the period under review, there was appointment of Mr. Bhuvan Chandra Pandey (DIN: 08347185) as an Additional Director w.e.f 14th September, 2024.
- During the period under review, there was increase in authorised share capital of the company from Rs 55 Crores to Rs 60 Crores in Extra Ordinary General Meeting dated 15th March, 2025.
- During the period under review, there were following allotment of shares:
 - 1.) Allotment of 10,00,000 Equity Shares of Rs 10/- each at Rs 10/- per share in the board meeting dated 28th June, 2024 by way of Right Issue.
 - 2.) Allotment of 5,00,000 Equity Shares of Rs 10/- each at Rs 10/- per share in the board meeting dated 28th August, 2024 by way of Right Issue.
 - 3.) Allotment of 15,00,000 Equity Shares of Rs 10/- each at Rs 10/- per share in the board meeting dated 26th September, 2024 by way of Right Issue.
 - 4.) Allotment of 10,00,000 Equity Shares of Rs 10/- each at Rs 10/- per share in the board meeting dated 28th March, 2025 by way of Right Issue.

As on 31st March, 2025, the issued and paid-up capital of the company is ₹56,00,00,000/- (Rupees Fifty Six Crores) divided into 5,60,00,000 (Five Crore Sixty Lakhs Only) Equity Shares of ₹10/- (Rupees Ten).

Place: Jaipur
Date: 14-07-2025

for MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900

Peer Review Certificate No.: 1924/2022



Name of Company Secretary: Vivek Sharma
Partner
FCS No. 10663|CP. No. 14773
UDIN: F010663G000774206

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE - A


To,
The Members
GREENTECH MEGA FOOD PARK LIMITED
Village & Tehsil Roopangarh Bhadun Road, Ajmer,
Roopangarh, Rajasthan, India- 305814

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied upon the Audited Financials and Report of Statutory Auditors, regarding the compliance of Companies Act, 2013 and rules made thereunder relating to maintenance of books of accounts and financial statements of the relevant financial year, which gives a true and fair view of the state of the affairs of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: 14-07-2025

for MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900

Peer Review Certificate No.: 1924/2022

Name of Company Secretary: Vivek Sharma
Partner
FCS No. 10663/CP. No. 14773
UDIN: F010663G000774206